

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Rel. Dkt. No. 579**

**CERTIFICATION OF COUNSEL REGARDING ORDER AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF PERELLA WEINBERG PARTNERS LP AS  
INVESTMENT BANKER TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS EFFECTIVE AS OF NOVEMBER 26, 2024**

1. The undersigned hereby certifies that, on December 27, 2024, the Official Committee of Unsecured Creditors (the “Committee”) filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors Effective as of November 26, 2024* (the “Application”) [Docket No. 579] .

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising , LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

2 The Application is currently scheduled for hearing on February 13, 2025 at 10:00 a.m. (ET) before the Honorable Laurie Selber Silverstein. The deadline for objections to the Application were to be filed by January 13, 2025 at 4:00 p.m. (ET) (the “Objection Deadline”).

3. Prior to the Objection Deadline, the Committee received informal comments from the Office of the United States Trustee (the “UST”) and the Ad Hoc Group of First Lien Lenders and DIP Lenders (the “1L Lenders”). The informal comments from the UST and 1L Lenders were resolved and are incorporated in the revised proposed order (the “Revised Proposed Order”) attached hereto as **Exhibit A**.

4. Attached hereto as **Exhibit B** is a redline of the Revised Proposed order marked against the proposed order attached to the Application.

5. Accordingly, it is hereby respectfully requested that the Revised Proposed Order attached hereto as **Exhibit A** be entered at the Court’s earliest convenience.

Dated: February 7, 2025

Respectfully submitted,

**PACHULSKI STANG ZIEHL & JONES LLP**

/s/ Colin R. Robinson

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